

**TRAILER TRAIN  
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606  
(312) 786-1200

January 26, 1979

Mr. Robert L. Oswald  
Secretary

Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 9313-2 Filed 1425 Date JAN 30 1979

JAN 30 1979 - 3 50 PM Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION ICC Washington, D. C.

Dear Mr. Oswald:

Will you please record as provided in the Interstate Commerce Act, 49 U.S.C. § 11303, the Manufacturing Agreement Supplement No. 2, dated as of January 30, 1979, which supplements the Manufacturing Agreement dated as of May 1, 1978 between ACF INDUSTRIES, INCORPORATED and TRAILER TRAIN COMPANY. Five (5) counterpart originals of the Manufacturing Agreement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturer: ACF Industries, Incorporated  
750 Third Avenue  
New York, New York 10017

Company: Trailer Train Company  
300 South Wacker Drive  
Chicago, Illinois 60606

1116.4(c) - General description of the equipment

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70-ton capacity, hydraulic draft gear, flush deck low level flat car for autorack service.	FA	80	TTX	820800-820879

\*All units will have marked on each side thereof the following legend:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE  
INTERSTATE COMMERCE COMMISSION"

RECORDATION NO. 9363-4 Filed 1425

JAN 30 1979 -3 50 PM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

dated as of January 30, 1979, between ACF Industries, Incorporated (hereinafter called the Manufacturer) and Trailer Train Company (hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 3, 1978, at 11:40 a.m., recordation number 9363, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new standard gauge railroad equipment.

The Units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3 and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

RECORDATION NO. 9363 Filed 1425

JAN 30 1979 -3 50 PM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

dated as of January 30, 1979, between ACF Industries, Incorporated (hereinafter called the Manufacturer) and Trailer Train Company (hereinafter called the Company).

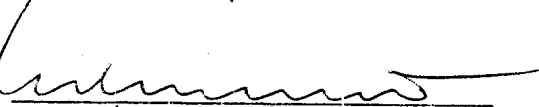
The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 3, 1978, at 11:40 a.m., recordation number 9363, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new standard gauge railroad equipment.

The Units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3 and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

ACF INDUSTRIES, INCORPORATED

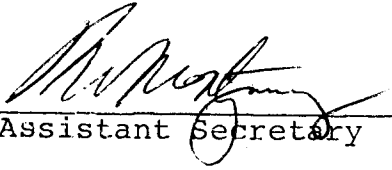
By

  
~~Vice President~~

TREASURER

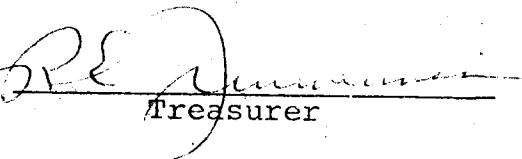
CORPORATE SEAL

Attest:

  
Assistant Secretary


TRAILER TRAIN COMPANY

By

  
Treasurer

CORPORATE SEAL

Attest:

  
Assistant Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss.:

On this 29<sup>th</sup> day of JANUARY, 1979, before me personally appeared **W.C. ANDERSON** to me personally known, who being by me duly sworn, says that he is a ~~Vice President~~ <sup>TREASURER</sup> of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(NOTARIAL SEAL)

IRWIN M. LEWIS  
NOTARY PUBLIC, State of New York  
No. 66-254777  
Qualified in Westchester County  
Commission filed in New York County  
Commission Expires March 30, 1979

STATE OF ILLINOIS )  
COUNTY OF COOK ) ss.:

On this 26th day of January, 1979, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Treasurer of Trailer Train Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(NOTARIAL SEAL)  
My Commission expires

My Commission Expires July 7, 1982

ANNEX A  
 ACF INDUSTRIES, INCORPORATED  
 (Manufacturer)  
 TRAILER TRAIN COMPANY  
 (Company)

2262-53

ITEM 1:

Specification  
 (Contract  
 Number)

Month of  
 Delivery

Total  
 Base  
 Price

Unit Base  
 Price

Numbers (Inclusive)

Quantity

Type

T-3078-A

Feb. '79

2,993,364.80

37,417.06

820800 - 820879

80

89'4", 70-ton capacity,  
 hydraulic draft gear,  
 flush deck, low level  
 flatcars for autorack  
 service.

ITEM 2: June 30, 1979

ITEM 3: June 30, 1979

ITEM 4: 750 Third Avenue, New York, New York 10017

Interstate Commerce Commission  
Washington, D.C. 20423

1/30/79

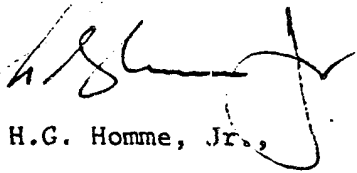
OFFICE OF THE SECRETARY

T.D. Marion  
Assistant Treasurer  
Trailer Train Company  
500 South Wacker Drive  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 1/30/79 at 3:50pm  
and assigned recordation number(s) 9565-B

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)